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December 27, 1966

C. T. Corporation System
314 North Broadway
St. Louis, Mo. 63102

Att: George F. Robinson

Dear Sir:

Certificate of Amendment of
AMERICAN ZINC, LEAD & SMELTING COMPANY changing their
Name to AMERICAN ZINC COMPANY

December 27,

1966

40116082



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1966
AGREEMENT OF CONSOLIDATION AND MERGER

Agreement made this 10th day of August, 1966

by and between

AMERICAN ZINC, LEAD AND SMELTING COMPANY,
a Maine corporation (hereinafter called the
"Surviving Corporation")

and

AMERICAN ZINC COMPANY OF TENNESSEE
AMERICAN ZINC COMPANY OF ILLINOIS
AMERICAN ZINC COMPANY OF OKLAHOMA
AMERICAN ZINC OXIDE COMPANY
AMERICAN LIMESTONE COMPANY

all Maine corporations (hereinafter col-
lectively called the "Merging Corporations")

The Surviving Corporation owns all of the outstanding stock of each of the Merging Corporations and such corporations are desirous of simplifying their business procedures, bookkeeping and administrative structure and of eliminating duplicative functions

For and in consideration of the premises and the mutual covenants herein contained, the parties hereby agree as follows

I The Merging Corporations shall merge into and consolidate with the Surviving Corporation and upon the effective date of such merger and consolidation, as hereinafter specified, the Merging Corporations shall cease to exist and shall no longer exercise their powers, privileges and franchises subject to the laws of the State of Maine, their state of incorporation. The Surviving Corporation shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Merging Corporations

and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporations

II This Agreement shall be submitted to the vote of the stockholders of each of said corporations as provided by law, and subject to the approval of such stockholders, shall be and become effective as of midnight, December 31, 1966

III The number of shares of the Merging and Surviving Corporations issued and outstanding are as follows

American Zinc, Lead and Smelting Company	1,370,934
American Zinc Company of Tennessee	2,000
American Zinc Company of Illinois	10,000
American Zinc Company of Oklahoma	2,000
American Zinc Oxide Company	5,000
American Limestone Company	1,000

The shares of the Merging Corporations shall not be converted into shares of the Surviving Corporation, but shall be cancelled and the authorized capital stock of the Surviving Corporation shall not be changed, but shall be and remain the same as before the merger and consolidation

IV The state of incorporation of the Surviving Corporation shall be and remain the State of Maine

V The officers and directors of the Surviving Corporation shall be the same officers and directors in office as of December 31 1966

VII All provisions of the existing certificate of

organization of the Surviving Corporation, except for the change in name as herein provided for, on file with the Secretary of State of Maine, shall constitute the certificate of organization of the Surviving Corporation

VIII All of the Merging Corporations and the Surviving Corporation shall take, or cause to be taken, all action, or do or cause to be done, all things necessary, proper or advisable under the laws of the State of Maine, to consummate and make effective the merger and consolidation, subject, however, to the appropriate vote of the stockholders of each of the said corporations as provided by law

This Agreement has been duly authorized by the respective Boards of Directors of the Surviving Corporation (in accordance with the laws of the State of Maine) and of the Merging Corporations (in accordance with the laws of the State of Maine) and is signed and sealed by the duly authorized officers of each such corporation a party hereto as of the day and year first above written

ATTEST:

AMERICAN ZINC, LEAD AND SMELTING COMPANY

[Signature]

By [Signature]

ATTEST

AMERICAN ZINC COMPANY OF TENNESSEE

[Signature]

By [Signature]

ATTEST

AMERICAN ZINC COMPANY OF ILLINOIS

[Signature]

By [Signature]

AMERICAN ZINC COMPANY OF OKLAHOMA

ATTEST

Ralph Q. Perkins
SECRETARY

By Ramsey
CHAIRMAN
AMERICAN ZINC OXIDE COMPANY

ATTEST

Ralph Q. Perkins
SECRETARY

By Ramsey
CHAIRMAN
AMERICAN LIMESTONE COMPANY

ATTEST

Ralph Q. Perkins
SECRETARY

By Howard H. Gentry
VICE PRESIDENT

STATE OF MISSOURI))
) SS
CITY OF ST LOUIS)

August 10, 1966

Then personally appeared the above-named R A Young, Chairman of the Board of AMERICAN ZINC, LEAD AND SMELTING COMPANY, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said corporation

Before me,

Notary Public

My Commission expires February 2, 1970

Appointed and Commissioned for City of St. Louis
which adjoins County of St. Louis Missouri

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STATE OF MISSOURI)
) SS
CITY OF ST LOUIS)

August 10, 1966

Then personally appeared the above-named R A Young, Chairman of the Board of AMERICAN ZINC COMPANY OF TENNESSEE, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said corporation

Before me,

Notary Public

My Commission expires February 2, 1970

Appointed and Commissioned for City of St. Louis
which adjoins County of St. Louis, Missouri

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STATE OF MISSOURI)) SS
CITY OF ST. LOUIS)

August 10, 1966

Then personally appeared the above-named P. A. Long, Chairman of the Board of AMERICAN ZINC CO. P. O. Box 100, New York, New York, who being duly sworn, deposes and says that he is the President and sole officer of said corporation and the free act and deed of said corporation.

STATE OF MISSOURI))
) SS
CITY OF ST LOUIS)

August 10 1966

Then personally appeared the above-named R A Young, Chairman of the Board of AMERICAN ZINC COMPANY OF OKLAHOMA, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said corporation

Before me,

Notary Public

My Commission expires February 2, 1970

Ap 9 d and Corris ion d to C i t t w i
which adjoins Coun y of St Louis Missouri.

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STATE OF MISSOURI)) SS
CITY OF ST. LOUIS)

August 10, 1966

Then personally appeared the above-named R A Young, Chairman of the Board of AMERICAN ZINC OXIDE COMPANY, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said corporation

Before me,

Notary Public

My Commission expires February 2, 1970

Appointed and Commissioned for City of St Louis
which adjoins County of St Louis Missouri

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STATE OF MISSOURI)) SS
CITY OF ST LOUIS)

August 10 1966

of the Board of AMERICAN LIMESTONE COMPANY, and acknowledged the
 Project is intended to be a free and open and used in his said capacity

Appo r Comdior fo ul ci lal
y y u f d cu b

Continuation

I, the undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the original, as the same appears from the records of the State of Maine, and I am a resident of the State of Maine.

I further certify that the foregoing Agreement of Consolidation and Merger was authorized by the unanimous vote of the directors of said corporation at a meeting duly called and held for said purpose, that said officer was duly authorized officer of said corporation and under the seal of said corporation and the signature of the officer so signed, was duly acknowledged as provided by law.

I further certify that said Agreement of Consolidation and Merger was duly submitted to the stockholders of record of said corporation at a meeting called for the purpose of carrying same into consideration, and that at said meeting all the stock of said corporation voted in favor of the same and approved said corporation and for the adoption of said Agreement, and the meeting of the stockholders of said corporation was duly called and held in the City of Portland, Maine, on the 12th day of December, 1966.

Dated at Portland, Maine, this 12 / day of December, 1966.

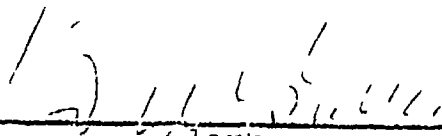
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Article 3

I, the undersigned, do hereby certify that the foregoing Agreement of Consolidation and Merger was authorized by the unanimous vote of the directors of said corporation at a meeting duly called and held for said purpose that said [unclear] is an authorized officer of said corporation and under the seal of said corporation and the signature of the officer so signing was duly acknowledged as provided by law

I further certify that said Agreement of Consolidation and Merger was duly submitted to the stockholders of record of said corporation at a meeting called for the purpose of calling same into consideration, and that at said meeting, all the stockholders of said corporation voted in favor of the same and for the adoption of said Agreement and for the dissolution of said corporation and the meeting of the stockholders of said corporation was duly called and held in the City of Portland, Maine, on November 11, 1966.

Dated at Portland, Maine, this 11th day of December, 1966.



Clerk

NOTARIAL CERTIFICATE

I, the undersigned, a Notary Public in and for the State of Maine, do hereby certify that the foregoing is a true and correct copy of the original of the same as the same was presented to me for recording.

I further certify that the foregoing Agreement of Consolidation and Merger was authorized by the stockholders of said corporation at a meeting duly called and held for said purpose, with said agreement was signed by a duly authorized officer of said corporation and a copy of the seal of said corporation and the signature of the officer so signing was duly acknowledged as provided by law.

I further certify that said Agreement of Consolidation and Merger was duly submitted to the stockholders of record of said corporation at a meeting called for the purpose of the same being taken into consideration, and that at said meeting a majority of the stockholders of said corporation voted in favor of the adoption of the same and for the acceptance of said Agreement, and that the meeting of the stockholders of said corporation was held at the office of the undersigned on the 12th day of November, 1966.

Dated at Portland, Maine, this 21st day of December, 1966

Notary Public in and for the State of Maine

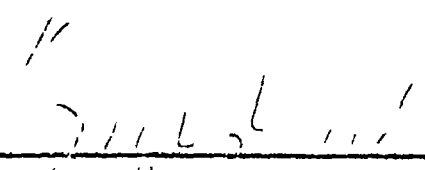
ARTICLE IV

It is the policy of the Board of Directors of the Corporation to maintain the highest standards of integrity and honesty in all its dealings and to ensure that all its officers and directors are of the highest character and are of good reputation.

The Board of Directors of the Corporation has authorized by the unanimous vote of the directors of said corporation at a meeting duly called and held for said purpose, that said officers be and they are hereby authorized to execute and deliver in and out of the State of Florida and in any other State and Territory and the signature of the officer so signing shall be duly acknowledged as provided by law.

I further certify that said report of the Corporation and the same was duly submitted to the stockholders of said corporation at a meeting called for the purpose of coming into consideration, and that at said meeting all the stockholders of said corporation voted in favor of the same and the same was adopted and confirmed and for the purpose of the same, the same was duly certified and held in the City of Florida, on the 1st day of November, 1906.

Witness my hand and seal, this 1st day of November, 1906.



Secy.

I first do certify that the Agreement of Consolidation and Merger was authorized by the unanimous vote of the directors of said corporation and that the same was duly adopted for said purpose, and that the same was duly authorized by the authorized officer of said corporation and the signature of the officer so signing is duly acknowledged as provided by law.

I further certify that said Agreement of Consolidation and Merger was duly submitted to the stockholders of said corporation at a meeting called for the purpose of calling said stockholders to the corporation, and that the stockholders of said corporation voted in favor of a proposal to consolidate said corporation and for the purpose of said consolidation, and that the stockholders of said corporation were duly notified of the stockholders of said corporation as duly required and held in the City of Portland, Maine, on the 1st day of June, 1966.

Dated at Portland, Maine, this 1st day of June, 1966.

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DAY,
RICHARD
WY
CHIN ZING

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Recorded in Vol 53 489-502